

Exhibit A

**SILVER POINT CAPITAL
CONFIDENTIAL**

**EXHIBIT A TO
ASSIGNMENT OF CLAIM**

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **THOMAS AND DELORES LAMPHIEAR** (“Assignors”) hereby unconditionally and irrevocably sell, transfer and assign to **SPCP GROUP, L.L.C.**, as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd., (“Assignee”) all of their right, title, interest, Claims and causes of action in and to, or arising under or in connection with, claims in the aggregate amount of \$2,750,000.00 (the “Assigned Claim”), against Motors Liquidation Company f/k/a General Motors Corporation (the “Debtor”), the debtor-in-possession in Case No. 09-50026 (REG) (the “Case”) under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*) (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), and any and all proofs of claim filed by Assignors with the Bankruptcy Court in respect of the foregoing claim, particularly Proof of Claim No. 39028.

Assignors hereby waive any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waive to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignors acknowledge and understand, and hereby stipulate, that an order of the Bankruptcy Court may be entered without further notice to Assignors transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim for all purposes, including, without limitation, voting and distribution purposes. Assignors further direct the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on November 11, 2010.

ASSIGNORS:

THOMAS LAMPHEAR

DELORES LAMPHEAR

Debes Lauphi

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

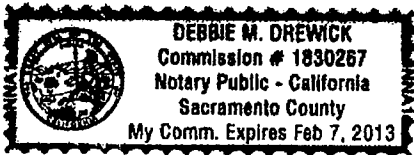
County of Placer

On 11/11/10
Date

before me, Debbie M. Drewick, Notary Public
Here Insert Name and Title of the Officer

personally appeared Thomas Lamphiear and Delores Lamphiear
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Debbie M. Drewick

Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Evidence of Transfer of Claim

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

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